

RECORDATION NO. 29452 FILED

SEP 01 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

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September 1, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 28, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 W. Dussel Drive, Suite R
Maumee, OH 43537

Lessee: Viterra Inc.
#1 Can-Oat Drive
Portage La Prairie
Manitoba R1N 3W1
Canada

Chief
Section of Administration
September 1, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

14 covered hopper railcars within the series AEX 7564 - AEX 8969 as more particularly set forth in the attachment to the document.

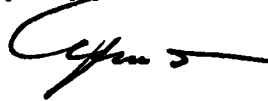
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 28th day of December, 2009, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and Viterro Inc., a Manitoba corporation, having its principal place of business at #1 Can-Oat Drive, Portage La Prairie, Manitoba R1N3W1 Canada (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated November 12, 2003 (the "Master Lease"), and Rider Deal #R01465 dated as of December 28, 2009 (the "Schedule"), whereby Lessor leases to Lessee fourteen (14) railcars bearing railroad reporting marks as noted on attached Exhibit A.
2. The parties desire to execute this Memorandum of Lease for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President Rail Group

Date: 12/24/09

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

VITERRA INC.

By: KARL GELRANI

Printed

Name: KARL GELRANI

Title: S.V.P. FOOD PROCESSING GROUP

Date: Dec 21/09.

EXHIBIT A

**Car List
Fourteen (14) Covered Hopper Cars**

| | |
|----|------------|
| 1 | AEX 007564 |
| 2 | AEX 007574 |
| 3 | AEX 007589 |
| 4 | AEX 007592 |
| 5 | AEX 007593 |
| 6 | AEX 008276 |
| 7 | AEX 008754 |
| 8 | AEX 008833 |
| 9 | AEX 008846 |
| 10 | AEX 008883 |
| 11 | AEX 008884 |
| 12 | AEX 008886 |
| 13 | AEX 008968 |
| 14 | AEX 008969 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/1/10



Robert W. Alvord